



CIN : L24230HP2004PLC027558



# **10th Annual Report**

## **2013-2014**

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## CORPORATE INFORMATION

### Members of the Board

<b>Chairman:</b>	Mr. Daljit Singh Grewal DIN 00051627
<b>Managing Director:</b>	Mr. Nikhil Nanda DIN 00051501
<b>Independent Directors:</b>	Mr. Vanamali Polavaram DIN 01292305 Mr. Chhotu Ram Sharma DIN 00522678 Mr. Amarjit Singh DIN 01244897
<b>Nominee Director:</b>	Mr. Piyush Goenka DIN 02117859

### Company Secretary & Compliance Officer.

Ms. Isha Sablok

### Registered Office

Trilokpur Road, Kheri (Kala-Amb), Tehsil-Nahan, District-Sirmour,  
Himachal Pradesh-173030

### Corporate Office

B-1/E-9, Mohan Co-operative Industrial Area, Mathura Road,  
New Delhi-110044  
Ph: 011-30885601/06/40  
Fax: 011-30885604

### Statutory Auditors

M/s Haribhakti & Company,  
Chartered Accountants  
42-43, Free Press House, 215,  
Nariman Point  
Mumbai 400 021  
Tel 022-56308232  
Fax 022-22876249

### Registrar and Transfer Agent

M/s Link Intime India Private Limited  
44 Community Centre, 2nd Floor Naraina Industrial Area Phase- I  
Near PVR Naraina New Delhi 110 028  
Ph: 011-41410592  
Fax: 011-41410591  
Email: delhi@linkintime.co.in

### Bankers

ICICI Bank Limited  
Bank of India

### Board Committee Details:

- Audit Committee
- Shareholders Relationship Committee
- Nomination and Remuneration Committee
- Compensation Committee

### LISTING INFORMATION:

The Company's shares are listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. Listing fees as prescribed have been paid to the respective Stock Exchanges for the financial year ended 31st March, 2014.

### STOCK CODE

Bombay Stock Exchange Limited: 532771  
National Stock Exchange of India Limited: JHS  
ISIN Code: INE544H01014

### WEBSITE:

www.svendgaard.com

### Unit I

JHS Svendgaard Laboratories Limited  
Trilokpur Road, Kheri (Kala-Amb),  
Tehsil - Nahan, District-Sirmour,  
Himachal Pradesh-173030

### Unit II

Jai Hanuman Exports  
H- 3, SDF, NSEZ, Noida Phase II,  
Dadri Road, Gautam Budh Nagar,  
Uttar Pradesh - 201305

## NOTICE

To The Members,

**NOTICE** is hereby given that the Tenth (10<sup>th</sup>) Annual General Meeting of the Members of **JHS SVENDGAARD LABORATORIES LIMITED** will be held on Monday, 29<sup>th</sup> December, 2014 at 10.00 a.m. at the Registered Office of the Company at Trilokpur Road, Kheri(Kala-Amb), Tehsil-Nahan District Sirmaur, Himachal Pradesh - 173030 to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Balance Sheet and Profit and Loss for the financial year ended on 31<sup>st</sup> March, 2014 together with the Directors' & Auditors Report thereon
2. To appoint a Director in place of Mr. Daljit Singh Grewal who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification (s), the following resolution for appointment and fixation of remuneration for the Statutory Auditors for the Financial Year ending on 31<sup>st</sup> March, 2015 as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable Rules framed thereunder, as amended from time to time, M/s Haribhakti & Co., Chartered Accountants (Firm Registration No. 103523W), be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the eleventh (11th) Annual General Meeting of the Company, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

### SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Chhotu Ram Sharma (DIN: 00522678), an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company not being liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting to be held in the calendar year 2019."

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Amarjit Singh (DIN: 01244897), an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not being liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of next Annual General Meeting to be held in the calendar year 2019."

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

**"RESOLVED THAT** in accordance with the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the relevant Rules made thereunder, the consent of the Company be and is hereby accorded to the holding of the office of Non Executive Director in JHS Svendgaard Laboratories Limited, by Mr. Vanamali Polavaram (DIN: 01292305), Director of the Company, on such

remuneration and terms and conditions as set out in the explanatory statement attached to this notice."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED that** pursuant to the provisions of Section 149, and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Kalyani Polavaram (holding DIN 00863486), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Women Director, be and is hereby appointed as a Non-Executive Director of the Company whose period of office shall be liable to retire by rotation.

8. Enhancement of Authorised Share Capital: To consider and, if thought fit to pass with or without modification the following resolution as a **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby authorized to be increased from ₹ 28,00,00,000 (Rupees Twenty Eight Crores) divided into 2,80,00,000 (Two Crores Eighty Lakhs) Equity Shares of ₹ 10/- each to ₹ 50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹ 10/- each by creation of additional 22,00,00,000 (Twenty Two Crores) divided into 2,20,00,000 (Two Crore Twenty Lakhs) Equity Shares of ₹ 10/- each ranking pari-passu in all respect with the existing Equity Shares and consequential amendments in the Memorandum of Association."

9. Alteration of Capital Clause contained in the Memorandum of Association: To consider and, if thought fit, to pass with or without modification the following resolution as a **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following :

V "The Authorised Share Capital of the Company is ₹ 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of face value of ₹ 10/- (Rupees Ten) each."

10. To consider and, if thought fit to pass, with or without modification (s) the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 42 and 62 and all other applicable provisions of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of securities) Rule 2014, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force ) and enabling provisions of the Memorandum and Article of Association of the Company and the Listing Agreement entered by the company with Stock Exchange where shares of the Company listed and subject to the approval, consent, permission and/ or sanction, as may be required, of appropriate authorities, (hereinafter collectively referred to as "the appropriate authorities") and subject to the conditions as may be prescribed by any of them while granting any such approval consent, permission and/ or sanction, as may be required, (hereinafter referred to as "the requisite approvals"), and which may be agreed to by the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any committee which the board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) the Board be and is hereby authorised to create, offer, issue and allot from time to time in one or more tranches, 2,46,00,000 (Two Crore Forty Six Lakhs) Equity Shares to be subscribed by body corporates, individuals or other entities, whether or not such investors are Members of the Company, under

the Preferential Issue through offer letter and/or circular and/or information memorandum and/or such other document/ writings, in such a manner and on such terms and conditions as may be determined by the Board in its absolute discretion; provided that the price of the equity share of ₹ 10/- each being the price with respect to the Relevant Date i.e., 29<sup>th</sup> November, 2014 as prescribed under the Regulations for Preferential Issue contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 including any statutory modification or re-enactment thereof for the time being in force.

**RESOLVED FURTHER THAT** the equity shares to be so issued and allotted shall be subject the provisions of Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid Special Resolution under Section 42 and 62 of the Companies Act, 2013, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue of equity shares and listing of such equity shares with the stock exchange(s) and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s), Company Secretary or other officer(s) of the Company to give effect to the aforesaid resolution."

**By order of the Board of Directors  
For JHS Svendgaard Laboratories Limited**

**Sd/-  
Nikhil Nanda  
(Managing Director)  
DIN: 00051501**

**Place: New Delhi**

**Date: 30<sup>th</sup> May, 2014**

#### **NOTES:-**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special businesses to be transacted at the Annual General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than 10 percent Share capital of the Company. Members holding more than 10 percent of the total Share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument appointing a proxy as per the format in the Annual Report should, however, be deposited at the registered office of the Company not later than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of Companies, societies, partnership firm, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member of organization.
3. The Register of Members and Share Transfer Register of the Company shall remain closed from Saturday, 20<sup>th</sup> December, 2014 to Saturday, 27<sup>th</sup> December, 2014 (both days inclusive).

4. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Shareholders holding shares in physical form are advised to send their nominations in respect of their shareholding.
6. The communication address of our Registrar and Share Transfer Agent (RTA) is Link Intime India Private Limited, 44 Community Centre, 2nd Floor Naraina Industrial Area, Phase- I Near PVR Naraina, New Delhi-110028
7. Members/Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slips along with their copy of Annual Report to meeting. Member who hold share(s) in dematerialised form are requested to write their DP ID and Client ID number and those who hold share(s) in physical form are requested to write their folio number in attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. Pursuant to provisions of Section 205C of the Companies Act, 1956 the amount of the application moneys received by the company for allotment of securities and due for refund remaining unclaimed and unpaid for a period of seven years from the date it is lying in the escrow account, is required to be transferred to the Investor Education and Protection Fund (IEPF). Members, who have not yet encashed their application money due for refund from 17<sup>th</sup> October, 2006 onwards are requested to make their claims to the Company immediately. Members may please note that no claim shall lie either against the Fund or the Company in respect of application moneys received by company for allotment of any securities and due for refund which remain unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid escrow account and no payment shall be made in respect of such claims.
9. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliances by Companies through electronic mode. Further, in line with circular issued by the Securities and Exchange Board of India (SEBI) and consequent changes in the listing agreement, Companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose. Members who have not registered their e-mail address with the Company can make a request to M/s. Link Intime India Private Limited / Investor Service Department of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participants only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form, upon request.

#### **10. Instructions for e-voting**

Pursuant to the provisions of the section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Tenth Annual General Meeting of the JHS Svendgaard Laboratories Limited to be held on Monday 29<sup>th</sup> December 2014 at 10am at Trilokpur Road, Kheri (Kala-Amb), Tehsil-Nahan, District-Sirmour, Himachal Pradesh- 173030. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facilities.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The e-voting facility will be available during the following voting period:

Commencement of e-voting	Tuesday 23 <sup>rd</sup> December, 2014 at 9.00 AM
End of e-voting	Thursday 25 <sup>th</sup> December, 2014 at 6.00 PM

Please read the instructions printed overleaf before exercising the vote electronically.

These details and instructions form an integral part of the Notice of the Tenth Annual General Meeting to be held on Monday 29<sup>th</sup> December, 2014. The cut-off date for the purpose of e-voting is Friday 14<sup>th</sup> November, 2014



**The instructions for e-voting are as under:**

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
  - I. Open the e-mail and also open PDF file namely "JHS e-voting PDF" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - II. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
  - III. Click on Shareholder Login.
  - IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - V. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - VI. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - VII. Once the e-voting home page opens, click on e-voting>Active Voting Cycles.
  - VIII. Select "EVEN" (Electronic Voting Event Number) of JHS Svendgaard Laboratories Limited. Now you are ready for e-voting as Cast Vote page opens.
  - IX. Cast your vote by selecting appropriate option and click on "submit" and also "confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - X. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - XI. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolutions/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [jhsscrutinizer@gmail.com](mailto:jhsscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - XII. In case of any queries, you may refer the Frequently Asked Questions (FAQs)- Shareholders and e-voting user manual-shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
  - I. initial password is provided in the EVEN (Electronic Voting Event Number), user ID and password under the instruction for e-voting printed overleaf.
  - II. Please follow all steps from Sl. No. (II) to Sl. No. (XII) Above, to cast vote.
- C. Other Instructions :
  - I. The e-voting period commences on Tuesday 23<sup>rd</sup> December 2014 and ends on Thursday 25<sup>th</sup> December, 2014 during this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday 14<sup>th</sup>, November 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
  - II. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday 14<sup>th</sup> November, 2014.
  - III. Mr. Mohit, MOHIT & Associates (Membership No. - ACS 30192) A Practicing Company Secretary has been appointed as "Scrutinizer" to scrutinize the evoting process in a fair and transparent manner.
  - IV. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - V. A member who is not able to participate in the general meeting personally and who is also not exercising voting through e-means cannot have the additional option of voting through postal ballot.
  - VI. The results of Voting on the resolutions set out in the Notice shall be declared on or the after the AGM. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.svendgaard.com](http://www.svendgaard.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two days of the passing of the resolutions at the Tenth Annual General Meeting of the Company on Monday 29<sup>th</sup> December, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the company during the normal business hours (10.00 am to 5.00 pm) on all working days, up to and including the date of the AGM of the company.
12. Members who hold shares in de-materialized form are requested to bring their client ID and DP ID Nos. for easier Identification of attendance at the Meeting.
13. In all correspondence with the company members are requested to quote their Account/Folio Numbers and in case their shares are held in the de-materialized form they must quote their client ID No. and their DP ID No.
14. Members, desirous of availing electronic form of delivery of balance sheet and other related documents are requested to update their E-mail address with Registrar and Transfer Agent or with the company by a written request.
15. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either mail their grievances/queries at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address [cs@svendgaard.com](mailto:cs@svendgaard.com).
16. As per the provision of Clause 49 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 10<sup>th</sup> Annual General Meeting are given separately in the notice.
17. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either mail their grievances/queries at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: [cs@svendgaard.com](mailto:cs@svendgaard.com)

**By order of the Board of Directors  
For JHS Svendgaard Laboratories Limited**

**Sd/-  
Nikhil Nanda  
(Managing Director)  
DIN: 00051501**

**Place: New Delhi  
Date: 30<sup>th</sup> May, 2014**

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4 & 5

As per section 149(4) of the Companies Act, 2013, every Listed Company is required to have atleast 1/3rd of the total number of Directors as Independent Directors. However; the Company had already appointed Mr. Chhotu Ram Sharma and Mr. Amarjit Singh as an Independent Directors subject to retirement by rotation in the past, in terms of Companies Act, 1956 and the Listing Agreement with the stock exchanges, who are liable to retire by rotation in the ensuing annual general meeting. The Board of Directors after consideration has recommended to re-appoint the above said Directors as an Independent Directors within the meaning of section 149 and 152 of the Companies Act, 2013 read with Schedule IV and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting to be held in the calendar year 2019.

The Company has received declarations from Mr. Chhotu Ram Sharma and Mr. Amarjit Singh that they meet the criteria of independence as prescribed under section 149 (6) of the Companies Act, 2013 and also under clause 49 of the Listing Agreement with the stock exchanges. They have further confirmed that they are not disqualified from being appointed as Director under section 164 of the said Act. The Board of Directors are of the opinion that Mr. Chhotu Ram Sharma and Mr. Amarjit Singh are persons of integrity and possess relevant expertise and experience and are eligible and fulfils the conditions specified by the Companies Act, 2013 for the position of an Independent Director. The Board considers that their association as Directors will be beneficial to and in the interest of the Company.

Brief resumes of the said Directors, the nature of their expertise in specific functional areas, names of Companies in which they have held directorships, committee memberships/ chairmanships, their shareholding etc., are separately annexed hereto.

A copy of respective draft letters of appointment of Mr. Chhotu Ram Sharma and Mr. Amarjit Singh as Independent Directors setting out the terms and conditions are available for inspection at the Registered Office of the Company during business working hours.

The Board of directors recommend the special resolutions for your approval. The said independent directors are not related to any of the directors or key managerial personnel (including relatives of directors or key managerial personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013. None of the Directors and key managerial personnel of the Company (including relatives of directors or key managerial personnel) other than the respective Independent Director himself, is concerned or interested, financially or otherwise, in these resolutions.

### Item No.6

Mr. Vanamali Polavaram being appointed as a Non Executive Director of the Company w.e.f 29<sup>th</sup> December, 2014, who shall retire by rotation, His appointment and remuneration to be as per decided by the Board of Directors. The Board of Directors recommends the above resolution for your approval as ordinary resolution.

None of the above Directors of the Company except Mr. Vanamali Polavaram is concerned or interested in the above resolution.

### Item No. 7

Mrs. Kalyani Polavaram is being appointing as Women Director of the Company w.e.f December 29<sup>th</sup>, 2014 and designated as Non-Executive Director, who shall be liable to retire by rotation. Her appointment and remuneration is to be approved by the shareholders vide resolution passed in the meeting held on December 29<sup>th</sup>, 2014.

The Board of Directors recommends the above resolution for your approval as ordinary resolution.

None of the Directors of the Company except Mrs. Kalyani Polavaram is concerned or interested in the above resolution.

### ItemS No. 8 & 9

The Authorised Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is ₹28,00,00,000/- (Rupees Twenty Eight Crores) divided into 2,80,00,000 (Rupees Two

Crores eighty lakhs ) equity shares of face value of ₹ 10/- (Rupees Ten) each. It is desirable to increase Authorised Share capital in turn to increase the paid up capital in proper ratio to accommodate proposed Preferential issue. It is therefore considered advisable to increase the Authorised Share capital of the company from ₹28,00,00,000/- (Rupees Twenty Eight Crores) to ₹ 50,00,00,000/- (Rupees Fifty Crores) by creation of addition Equity Shares of ₹ 22,00,00,000 (Rupees Twenty Two Crores) equity shares of the face value of ₹ 10 each which will rank pari-passu in all respects with the existing Equity Shares in the company. Consequent to the increase of Authorized Share Capital, the Authorised Share Capital Clause contained in Clause V of the Memorandum of Association requires alteration so as to reflect the increase in the Shares Capital.

### Item No. 10

#### Preferential Allotment:

Pursuant to the provisions of Section 42 and all other applicable provisions of the Companies Act, 2013, issue shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by a Special Resolution. The Listing Agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro- rata to the Shareholders unless the Shareholders in a general meeting decide otherwise. In terms of Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating in respect of aforementioned businesses attached. Further, in terms of Regulation 73 and other applicable provisions of SEBI (ICDR) Regulations, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

#### I. The Objects of the issue through preferential offer:

The Company presently willing to pursue with its internal reconstruction of the Company through funding by perspective investors.

The proceeds of the preferential offer are proposed to be used to inter alia for the internal reconstruction of the Company to improve debt equity ratio of the company and growth capital requirements, to meet the Company's capital expenditure, enhance its long term resources and there by strengthening the financial structure of the Company and for other general corporate purposes and purposes permitted by applicable laws.

#### 1. The details of the issue and other particulars as required in terms of the Preferential Issue Regulations are given as under:

- 1) **Securities to be issued:** The resolution set out in the accompanying Notice entitles the Board to issue equity shares as may be deemed appropriate in the best interest of the company.
- 2). **Lock in:** the Securities issued under the above Preferential Issue shall be locked in for a period of 1 (one) year from the date of trading approval granted for such shares, as specified in chapter VII of SEBI (ICDR) Regulations, 2009.
3. **Certification from Statutory Auditors:** The certificate of the Statutory Auditors of the Company to the effect that the present preferential offer is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations shall be placed before the shareholders at the meeting. As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, Listing Agreement and Chapter VII of the SEBI (ICDR) Regulations.
- 4) **Pricing of the Equity Shares**
  - a) **In case of Frequently traded shares:** the allotment of securities on preferential basis can be made at a price not less than higher of the following:

The average of the weekly high and low weighted average prices of the related equity shares quoted on

the recognized stock exchange during the twenty six weeks preceeding the relevant date;

Or

The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

"frequently traded shares" means shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date, is at least ten percent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall present the total number of shares."

- b) **In case of Infrequently traded shares:** the price determined by the issuer shall take into the account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent merchant banker or an independent chartered accountant in practice having a minimum experience of ten years, to the stock exchange where the equity shares are listed.

The Relevant Date for the purpose of pricing of Equity Shares is 29<sup>th</sup> November, 2014

"Stock Exchange" for this purpose shall mean BSE Limited and NSE Limited. The shares of the company in last 26 weeks preceding the relevant date. Since, the Company's shares if will come under infrequently traded shares category, the price at which the equity shares to be issued will be determined by taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares.

Accordingly, for the proposed allotment(s) of equity shares, since, price determined as per Regulation 76 of SEBI (ICDR) Regulation, 2007 is below face value, so the price for the preferential allotment would be ₹ 10/- (Rupees Ten Only) per share. As required under the SEBI (ICDR) Regulations, wherever it is required, the Company shall re-compute the issue price mentioned above in accordance with the ICDR Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the allottee, within the time stipulated under the ICDR Regulations, the equity shares allotted shall continue to be locked in till the time such amounts are paid by the allottee.

- 5) **Relevant Date:** The Relevant Date for the purpose of determining the price of shares in accordance with the pricing method in chapter VII of SEBI (ICDR) Regulations, 2009, is 29<sup>th</sup> November, 2014 i.e., 30 days before Annual General Meeting.

**Undertakings:**

The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulation, 2009, where it is required to do so.

The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provisions of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the times such amount is paid by the allottees.

- 6) **Particulars of Subscriber and intention of the Promoters/Directors/key management persons to subscribe to the offer:**

Promoter are shown intend to subscribe this preferential issue and No directors/Key Management Personnel do not intend to subscribe the offer. The Details of subscribers of the said preferential issue are given as below:

S.No.	Name of the proposed allottee	Category	No. of Equity Shares	% of the post issue/ allotment
1.	Nikhil Nanda	Promoter	12,00,000	20.55
2.	Harish Chander Nanda	Promoter	12,00,000	2.50
3.	Apogee Manufacturing Private Limited	Non-Promoter	60,50,000	12.42
4.	Bharat R. Kadyam	Non-Promoter	10,00,000	2.05
5.	Mohit Burman	Non-Promoter	10,00,000	2.05
6.	Surinder Kaur	Non-Promoter	10,00,000	2.05
7.	Ashish Goel	Non-Promoter	2,00,000	0.41
8.	Paramvir Singh	Non-Promoter	2,00,000	0.41
9.	Zaki uddin Ansari	Non-Promoter	2,00,000	0.41
10.	Gopal Krishana Rawat	Non-Promoter	2,00,000	0.41
11.	Karan Mittal	Non-Promoter	3,00,000	0.61
12.	Jyoti Jahnvi Rai	Non-Promoter	55,25,000	11.34
13.	Kusum Saxena	Non-Promoter	55,25,000	11.34
14.	Advent Advisory Services Private Limited	Non-Promoter	10,00,000	2.05
<b>Total</b>			<b>24,600,000</b>	

- 7) **Under Subscription if Any:** any of the equity shares issued as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any other person/entity/investor within the same category/class, on the same terms and conditions.

- 8) **Shareholding Pattern** : The shareholding pattern giving pre-position as also considering full allotment of equity shares arising out of securities issued as above is given as below:

Category	Category of shareholder	Pre-Allotment		Post-Allotment (After conversion of Warrants into Equity Shares)*	
		No. of shares held	% Shareholding	No. of shares held	% Shareholding
1.	Promoter Holding	9523360	39.52	11923360	24.48
2.	Institutional Investors				
	a) Mutual Funds & UTI	—	—	—	—
	b) Banks, FI, FIs	3693588	15.33	3693588	7.59
3.	Private Corporates Bodies	1466118	6.09	8516118	17.48
4.	Indian Public	89494011	37.20	24114011	49.52
5.	NRI'S and OCB'S/trust and clearing Members	448175	1.86	448175	0.92
	<b>TOTAL (A)+(B)</b>	<b>24095252</b>	<b>100%</b>	<b>48695252</b>	<b>100%</b>

9) **Change in control:**

There shall be no change in management or control of the Company pursuant to the issue of equity shares and Warrants.

10) **Relevant Date:**

The Relevant Date as per the SEBI (ICDR) Regulations for the determination of issue price of the equity shares to be allotted is fixed as 29<sup>th</sup> November, 2014 i.e. 30 days prior to the date of shareholders meeting proposed to be held on 29<sup>th</sup> December, 2014, to approve the proposed preferential issue, in terms of Section 62 and all other applicable provisions of the Companies Act, 2013.

11) **Completion of Allotment:**

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event of allotment of equity shares would require any approval(s) from any regulatory authority including the Stock Exchanges where the shares of the Company are listed or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

Your Directors, therefore, recommend the resolution for your approval.

None of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors and KMPs in any way concerned or interested in the above referred resolution.

**By order of the Board of Directors  
For JHS Svendgaard Laboratories Limited**

**Sd/-  
Nikhil Nanda  
(Managing Director)  
DIN: 00051501**

**Place: New Delhi  
Date: 30<sup>th</sup> May, 2014**



## DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR 29<sup>TH</sup> DECEMBER, 2014 AS PER CLAUSE 49 OF THE LISTING AGREEMENT

Particulars	<b>Sh. Daljit Singh Grewal</b>
Date of Birth	15 <sup>th</sup> November, 1936
Date of Appointment	08 <sup>th</sup> October, 2004
Qualification	ICWAI, B.Sc
Expertise in specific functional area	He has administrative and corporate experience of 40 years to his credit and exposure in varied industries from Chemical/ Fertilizers to Coal Mining, Ship Building, and Power Transmission etc. He has served illustrious organizations such as ICI group, Hindustan Shipyard, Coal India Limited and Mukut Pipes Ltd in the capacity of Director Finance and advisor. He was the Ex - Chairman of the Punjab Chapter of the Institute of Cost and Works Accountants of India, President of All India Management Association (AIMA), Visakhapatnam and has been an active member of Haryana Chamber of Commerce and Industry, Punjab and Confederation of Indian Industries (CII), Punjab.
List of public companies in which outside directorship held	Nil
Chairman/Member of the Committee of Board of Directors of Companies	<b>Nomination &amp; Remuneration Committee</b> JHS Svendgaard Laboratories Limited
	<b>Shareholders/Investors Grievances Committee</b> JHS Svendgaard Laboratories Limited
Shareholding in the Company	1500 equity shares

### Brief Profile of Independent Directors

Name of Director	Sh. Amarjit Singh	Vanamali Polavaram	Chhotu Ram Sharma
Date of Birth	19 <sup>th</sup> August, 1963	24 <sup>th</sup> September, 1946	13 <sup>th</sup> November, 1942
Date of Appointment	14 <sup>th</sup> November, 2011	14 <sup>th</sup> November, 2011	11 <sup>th</sup> February, 2012
Qualifications	LL.B, M.B.A	IAS, MA (English), MA (Political Science), MBA	Graduate from Delhi University
Brief Resume	<p>He is a first generation technocrat and he has experience of more than 25 years in the industrial entrepreneurship and possess the ample knowledge in manufacturing activities and is man behind the vision of Intec group, the whole time director cum CEO of the Intec group and his performing ability including Strategic target, scheduling, monitoring, resource management, risk management, change in management, etc. He was awarded the "<b>Best Young Entrepreneur</b>" for the year 1999.</p> <p>Intec Appliances Private Limited Amargun Overseas Private Limited; A G Aerovision Electronics private Limited; Intec Electricals Private Limited</p>	<p>Mr. P. Vanamali, Independent Director, (IAS Retired) aged 67 years, is a M.A. (English) M.A. (Political Science), MBA. He retired as a resident commissioner, government of West Bengal. He worked with the State Government of West Bengal and Government of India on various positions. He has administration experience of over 30 years to his credit</p>	<p>Mr. C.R. Sharman aged 69 years; a graduated from Delhi University, a banker profession has experience of over 45 years in the Banking industry. He started his career with Citi Bank, then known as First National Bank of New York in 1964 after serving there for 13 years he joined Oriental Bank of Commerce in 1978 and worked in the various capacities for over 23 years. He assumed charge as Executive Director of Andhra Bank upon appointment by the Government in 2000 and served for about two years. In 2002 took charge as Managing Director and CEO of the Bank of Punjab Ltd., (private sector Bank) where he continued till the merger of the bank with Centurion Bank of Punjab in October 2005. Mr. Sharma was reappointed with the merged bank as Senior Advisor to the MD/CEO where he continued till March 2008. Mr. Sharma is now managing his own consultancy work besides Independent director and Advisor in some other companies. During 2002 to 2004 he was a member of the Managing Committee of Indian Bank Association representing private sector banks. During long service with foreign, public and private sector banks, widely travelled and have attend several prestigious seminars, training course including Citibank's training college at Lebanon, and at the University of Washington, Seattle USA for two months each respectively.</p> <p>Mr. C.R. Sharma possesses a wide ranging experience and knowledge of banking and finance having been associated with reputed banks.</p>
Expertise in specific Functional Area	NIL	Technical Guidance in Administration	Financial Guidance in Company Operations

**By order of the Board of Directors  
For JHS Svendgaard Laboratories Limited**

Sd/-  
**Nikhil Nanda**  
(Managing Director)  
DIN: 00051501

Place: New Delhi  
Date: 30<sup>th</sup> May, 2014

## DIRECTORS' REPORT

Dear Shareholders,

**To**  
**The Members**  
**JHS Svendgaard Laboratories Limited**

Your Directors are pleased to present Tenth Annual Report and the Statements of Accounts for the financial year ended on 31<sup>st</sup> March, 2014.

### FINANCIAL PERFORMANCE SUMMARY:

The Financial highlights of the Company are given below: -

(Amount in ₹ Lac)

Particulars	Standalone		Consolidated	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
Net Sales/Income from Operations	3,527.96	5,605.72	3,527.96	5,959.09
Other Income	380.84	902.62	380.84	404.93
Interest & Finance Charges	1,406.99	1,034.08	1,407.03	1,034.34
Depreciation	1,469.91	1,361.88	1,470.57	1,362.54
Profit/(Loss) before Tax	(3,528.35)	13.84	(3,529.74)	30.96
Provision for Tax	(648.77)	407.09	(648.77)	407.09
Profit/(loss) after Tax	(2,879.58)	(420.93)	(2,880.97)	376.13
Profit/(loss) to be carried to the Balance Sheet	(2,879.58)	(420.93)	(2,880.97)	(376.13)
Paid up Equity Share Capital (Face Value of ₹10/- each)	2,409.53	2,409.53	2,409.53	2,409.53
Reserves excluding revaluation reserves	2,076.12	4,955.70	3,781.86	6,512.45
Basic EPS (in Rupees not annualized) Excluding extra ordinary items	(11.95)	(5.23)	(11.95)	(5.06)
Diluted EPS (in Rupees not annualized) Excluding extra ordinary items.	(11.95)	(5.23)	(11.95)	(5.04)

### DIVIDEND

Considering the Company's financial performance, the Directors have not recommended any dividend for the financial year ended on 31<sup>st</sup> March, 2014.

### INCREASE IN SHARE CAPITAL:

There has been no increase in the Share Capital of the Company. As on 31<sup>st</sup> March, 2014, the Issued and Paid-Up Share Capital of the Company was ₹ 2409.52 Lakhs comprising 2,40,95,252 Equity Shares of ₹ 10/- each fully paid-up.

### PERFORMANCE REVIEW:

The turnover from the operations of the Company during the financial year ended 31<sup>st</sup> March, 2014 amounted to ₹ 353 Million as compared to ₹ 561 Million during the previous year ended 31<sup>st</sup> March, 2013. The turnover of the Company has decreased by 37.08% from the previous year mainly on account of wrongful termination of contract by one of our key customer of the Company and due to loss of job work income.

However the turnover from toothbrush business during the financial year ended 31<sup>st</sup> of March, 2014 has increase by 37.4% from 230 million in 2013 to 316 million in 2014

### EMPLOYEE STOCK OPTION PLAN 2008:

To motivate and retain the efficient employees, the Company has introduced employee stock option plan 2008. As on date no option is vested on any employee, therefore no option is in existence till date. The details regarding options granted; the pricing formula; options vested; options exercised; the total number of shares arising as a result of exercise of option and other details as required under SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 are not reproduced since no ESOP has been exercised by the Employees and the relevant details are hence not available. Requisite information is given in the statements placed at Annexure "A".

### RECOGNITION/AWARD:

Your Company won certificate of excellence in recognition from the council of the Plastics Export Promotion, Ministry of Commerce and Industry, Government of India, the second best Exporter of toothbrush and toothpaste, incl. dental plate brushes and has been awarded as the Highest Recognition for Export for the year 2011-2012 on December 20<sup>th</sup>, 2013.

### DIRECTORS:

#### Appointments/ Re-appointment:

Mr. Daljit Singh Grewal (DIN 00051627), Director of the Company, liable to retire by rotation at the forthcoming Annual General Meeting on 29<sup>th</sup> December, 2014 and being eligible, offer himself for re-appointment.

Mr. Chhotu Ram Sharma (DIN: 00522678), Mr. Vanamali Polavaram (DIN: 01292305) and Mr. Amarjit Singh (DIN: 01244897), Non-Executive Independent Director of the Company, be and is hereby reappointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019."

Necessary resolutions for re-appointment of Mr. Daljit Singh Grewal and appointment of Mr. Chhotu Ram Sharma, Mr. Vanamali Polavaram and Mr. Amarjit Singh on 29<sup>th</sup> December, 2014 are being included in the notice convening Annual General Meeting.

Brief resume, expertise and other details of Directors proposed to be appointed/re-appointed, as required by clause 49 of the Listing Agreement, are furnished in the explanatory statement to the notice convening Annual General Meeting. tory statement to the notice convening Annual General Meeting.

### AUDITORS:

M/s Haribhakti & Co., LLP (ICAI Firm Registration Number: 103523W), Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.